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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SIMONE KELLY-BROWN and OWN YOUR
POWER COMMUNICATIONS, INC.,

Plaintiffs,

vs.

OPRAH WINFREY, HARPO
PRODUCTIONS, INC., HARPO, INC.,
HEARST CORPORATION, HEARST
COMMUNICATIONS, INC., WELLS
FARGO & COMPANY, ESTEE
LAUDER COMPANIES, INC.,
CLINIQUE LABORATORIES, LLC,
CHICO'S FAS, INC., et al.,

Defendants.

Civil Action No. 11-cv-07875-PAC

ECF CASE

NOTICE OF MOTION TO DISMISS

PLEASE TAKE NOTICE that the undersigned attorneys for Defendants move this Court, before the Honorable Paul A. Crotty, United States District Court Judge, Southern District of New York, at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, New York, for an Order dismissing Plaintiffs' Complaint with prejudice for failure to state a claim upon which relief can be granted pursuant to Fed. R. Civ. P. 12(b).

PLEASE TAKE FURTHER NOTICE that, consistent with the Court's instructions at the pre-motion conference held on January 4, 2012, Defendants shall rely upon the motion papers previously filed in the District of New Jersey in support of their Motion to Transfer or in the Alternative Dismiss – specifically the Memorandum of Law, the Certification of James M. Lee, and the Declaration of Susan Casey – along with the accompanying Supplemental Memorandum of Law in support of this motion.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Court-ordered schedule, Plaintiffs' response will be due on or before January 27, 2012, and Defendants' reply will be due on or before February 3, 2012.

PLEASE TAKE FURTHER NOTICE that oral argument is requested.

Respectfully submitted,

s/ Jonathan R. Donnellan

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Attorneys for Defendants

Dated: January 13, 2012

CERTIFICATE OF SERVICE

I hereby certify that on January 13, 2012, a true and correct copy of the foregoing Notice of Motion to Dismiss was filed electronically. Notice of this filing will be sent to all registered parties by operation of the Court's electronic filing system.

/s/ Jonathan R. Donnellan

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